FORM D



FINAL FORM D AS OF JUNE 30, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL
OMB Number: 3235-0076
Expires: December 31, 1996
Estimated average burden
hours per response....16,00

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Prefix	Serial
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• .	ANCE PETROLEUM CORPORATION 2003-A PRIVATE DRILLING PROGRAM	
	at apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE	FEE
		32E
Type of Filing: New Filing	□ Amendment	- 20 03
	A. BASIC IDENTIFICATION DATA	<u> 5003</u>
1. Enter the information requesti	ted about the issuer	· ·
	his is an amendment and name has changed, and indicate change.) THOM FINAL	NCIAL ISON
Address of Executive Offices 4150 Belden Village Av	(Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) re NW, Ste. 410, Canton, Ohio 44718-2553 (330) 493-0440	
Address of Principal Business Op (if different from Executive Office	perations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) ces)	
Brief Description of Business		
Partnersh	nip to Drill and Operate 5 to 30 Oil and Gas Wells	A.
	JUL I 6 2003	
Type of Business Organization Corporation	☐ limited partnership, already formed ☐ other (please specify):	
D business trust	🖾 limited partnership, to be formed	
Actual or Estimated Date of Inco	orporation or Organization: Month Year 0 6 0 3	
Jurisdiction of Incorporation or C	Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA	·	
2) Unter the information requested for the following:		
Each promoter of the issuer, if the issuer has been organized within the past five ye	ears;	
 Each beneficial owner having the power to vote or dispose, or direct the vote or dispose, or direct the vote or dispose. 	position of, 10°	or more of a class of ed
• Each executive officer and director of corporate issuers and of corporate general and	managing partn	ers of partnership issuers:
• Each general and managing partner of partnership issuers.		
Theck Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	General and or Managing Partner
ull Name (Last name first, if individual) Alliance Petroleum Corporation		
usiness or Residence Address (Number and Street, City, State, Zip Code) 4150 Belden Village Ave. NW, Ste. 410, Canton, Ohio 447	718-2553	
heck Box(es) that Apply: 🗵 Promoter 🗆 Beneficial Owner 🗆 Executive Officer	C Director	General and/or Managing Partner
ull Name (Last game first, if individual) Miller, John W.		
usiness or Residence Address (Number and Street, City, State, Zip Code) 4150 Belden Village Ave. NW, Ste. 410, Canton, Ohio 447	718-2553	-
neck Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and, or Managing Partner
ell Name (Last name first, if individual)		
isiness or Residence Address (Number and Street, City, State, Zip Code)		·
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ck Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	General and/or Managing Partner
Name (Last name first, if individual)		
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				8	. INFORI	MATION	ABOUT O	FFERING					
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2. W	hat is the m	inimum i	nvestment	that will	be accepte	ed from ar	ıy individu:	al?			• • •	<u>s</u> 12	, 5
3 100	es the offer	ing nerm	ir ioinr av	vnershi n o	if a single	unis?						Yes	N
4. En sio to list	nter the information or similar to be listed is at the name of dealer, you	mation re remunera n associa i the bro	quested fo tion for so ted persor ker or dea	or each per dicitation or agent ler. If mo	son who hof purchas of a broker than five	as been or ers in conn er or deale e (5) perso	will be paid ection with r registered ons to be lis	l or given, of sales of set with the Stated are ass	directly or curitles in t EC and/o	indirectly, a he offering r with a sta	. If a personte or state	on S,	
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Pi	lsl, Jam	es J.		-		٠.							•
Business	or Residenc	e Addres	s (Numbe	r and Stre	et, City, S	state, Zip	Code)	······································			· ·		<u> </u>
13	937 S. к	aw, O	Lathe,	Kansas.	66062-	4580							
Name of	Associated	Broker o	r Dealer				· · · · · · · · · · · · · · · · · · ·						
· vs	SR Financ	ial Se	ervices										• .
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	or Residence 99 Skokie				-	-		•		4			
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Full Name	(Last name	first, if	individual)									
Ka	elker, D	ieter	:	•							~ .		
Business o	r Residence	Address	(Number	and Street	, City, Sta	ice, Zip Co	ode)						
PO	Box 123	6, Coa	rsegol	1, CA 9	3614			•			<u></u>		
Name of A	Associated Bi	oker or	Dealer								,		
Fo	othill S	ecurit	ies, I	nc.									
States in W	Vhich Person	Listed I	Has Solici	ed or Inte	ends to So	licit Purch	asers		-				
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				В.	INFORM	ATION A	BOUT OF	FERING					
1. Ha	s the issue	r sold, or	does the i	ssuer inten	id to sell.	to non-acc	redited inv	estors in t	his offerin	g?		Yes	No
•		,		` '			mn 2, if fi			- ,			*
2. Wh	at is the n	nınimum i			• •		v individua	_				8	
					•							Yes	No
3. Doe	es the offe	ring perm	it joint ow	nership of	i a single i	init?							
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, 2	l Mary	Case Lr	ı, Sant	a Cruz,	CA 950	060				,			
Name of	Associated	l Broker o	r Dealer						· · · · · · · · · · · · · · · · · · ·	· .	······································		
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145	11 Fall	Ling Cr	eek Dr.	, Ste.	202, H	louston,	TX 77	7014					
Name of A	Associated	Broker or	Dealer										
VSR	Financ	cial Se	rvices	•		•			•				
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		В.	INFORM	ATION .	ABOUT O	FFERING	·			
1. Has the issuer sold, o	or does the iss	uer inten	d to sell.	to non-ac	credited in	vestors in	this offerin	g., .		Yes No
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2. What is the minimum						-				â.
	•		·							Yes No
 Does the offering per 	mit joint own	ership of	a single	unit?		• • • • • • • • • • • • • • • • • • • •				
4. Enter the information sion or similar remune to be listed is an associate the name of the broor dealer, you may se	ration for solic ciated person c roker or deale	citation of or agent of r. If more	f purchase of a broke e than fiv	ers in conn ir or deale: e (5) perso	ection with r registered ons to be lis	sales of se with the S sted are as	curities in t SEC and/o	he offering r with a sta	. If a pers	on ⊭s.
Full Name (Last name first	, if individual)	·_ ··.				•			
Flake, Ken				٠.						
Business or Residence Addi	ess (Number	and Stree	t, City, S	tate, Zip	Code)			· · · · · · · · · · · · · · · · · · ·	· · · · ·	
4606 FM 1960 We	est, Ste.	400, F	loustor	1, TX 7	7069					
Name of Associated Broker	or Dealer								-	
VSR Financial S	Services,	Inc.			-					
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Full Name (Last name first,	if individual)						·			
Ellingson, Mark	: J.				٠.					
Business or Residence Addre 702 Liberty St.				ate, Zip C	ode)					
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Hearns, James E	·			•						
Business or Residence Addres		d Street.	City, Sta	te. Zip Co	ode)					
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VSR Financial S		Inc.								
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sion to i list	n or similar be listed is the name	remuners an associated the bro	ation for so ated person oker or dea	olicitation of or agent der. If mor	of purchas of a broke re than fiv	ers in conn er or dealer	ection with registered ins to be li	sales of se with the S sted are as:	curities in t EC and/o	indirectly, the offering r with a states	i. If a personte or state	on :s,	•
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Bod	ensteir	er, Th	omas W.	ı		٠.							•
Business	or Residen	ce Addre	ss (Numbe	r and Stre	et, City, S	state, Zip	Code)			· · · · · · · · · · · · · · · · · · ·			
,9 P	laza Dr	., Cle	ar Lake	, IA 5	0428-02	287							
Name of	Associated	Broker (or Dealer	 				·			· 		
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Full Name	(Last nam	e first, if	individual)					 				
Sha	piro, M	artin .	Α. :	,				•		· · ·	•	•	
Business or	Residence	Address	(Number	and Street.	City, Sta	ite, Zip Co	ode)						
109	26 Aven	ida Pl	aya Ver	acruz,	San Di	ego, CA	92124						
Name of A	ssociated l	Broker or	Dealer		·								
Foo	thill S	ecurit	ies, In	C.								· ·	
tates in W	hich Perso	n Listed	Has Solici	ted or inte	nds to So	licit Purch	asers						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes
Answer also in Appendix, Column 2, if filing under ULOE.	,
2. What is the minimum investment that will be accepted from any individual?	reneral de la companya de la company
2. What is the imminant investment that the or accepted from any investment that the original state of the control of the cont	Yes
3. Does the offering permit joint ownership of a single unit?	· · · · · · · · · · · · · · · · · · ·
4. Enter the information requested for each person who has been or will be paid or given, directly or indirect sion or similar remuneration for solicitation of purchasers in connection with sales of securities in the offer to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons or dealer, you may set forth the information for that broker or dealer only	ering. If a person a state or states,
Full Name (Last name first, if individual)	
Houston, A.J.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
467 Alvarado, Ste. 13, Monterey, CA 93940	
Name of Associated Broker of Dealer	
American Investors Co.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	Z All Stà
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [W Full Name (Last name first, if individual)	r) (wr) (rw)
Kenny, Jack	•
Business or Residence Address (Number and Street, City, State, Zip Code)	
24121 Wine Country court, Sonoma, CA 95476-9500	·
Name of Associated Broker or Dealer	
American Investors Company	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	- A11 Cana
(Check "All States" or check individual States)	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MI	
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[RI] [SC] [SD] [TN] [TX] [UT] [YT] [VA] [WA] [WV] [W	
ull Name (Last name first, if individual)	
	•
Green, Tom	
	<i>y</i>
	<u> </u>
Business or Residence Address (Number and Street, City, State, Zip Code) 2193 Braemar Rd., Oakland, CA 94602	
Business or Residence Address (Number and Street, City, State, Zip Code) 2193 Braemar Rd., Oakland, CA 94602	<i>,</i>
Business or Residence Address (Number and Street, City, State, Zip Code) 2193 Braemar Rd., Oakland, CA 94602 Name of Associated Broker or Dealer American Investors Company	
Business or Residence Address (Number and Street, City, State, Zip Code) 2193 Braemar Rd., Oakland, CA 94602 Name of Associated Broker or Dealer American Investors Company States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	☐ All State
Business or Residence Address (Number and Street, City, State, Zip Code) 2193 Braemar Rd., Oakland, CA 94602 Name of Associated Broker or Dealer American Investors Company Itates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA	N [HI] [ID]
Business or Residence Address (Number and Street, City, State, Zip Code) 2193 Braemar Rd., Oakland, CA 94602 Name of Associated Broker or Dealer American Investors Company States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[HI] [ID] [MS] [MO]

				В	. INFORM	MATION	ABOUT O	FFERING				
1 1.1	as the issue	er vold in	does the	icenar inta	nd to self	to non-20	credited in	vestors in	this offerir			Yes !
, 1. m	as the issue	,		•			umn 2, if f			ig		•
2. W	hat is the n	nınimum	investment	that will	be accepte	ed from ar	ıy individu	al?				<u> </u>
3 13					جلم سند عام	unie?						Yes N
	ses the offe		•	·	-							
sio to list	iter the info in or similar be listed is the name dealer, you	remuner: an associa of the bro	ation for so ated persor oker or dea	dicitation of or agent der. If mor	of purchas of a broke re than fiv	ers in conn er or deale e (5) perso	ection with r registered ons to be li	sales of se with the S sted are as	curities in 1 SEC and/o	the offering r with a sta	. If a pers	on es,
Full Nar	ne (Last na	me first,	if individu	ıal)			· .		`			
Har	rell, R	dob				٠.						
Business	or Residen	ice Addre	ss (Numbe	r and Stre	et, City, S	state, Zip	Code)					
,PO	Box V,	Menlo	Park, C	A 94026)	•						
Name of	Associated	Broker	or Dealer				·					
Ame	rican I	nvesto	rs Comp	any			-					
States in	Which Per	son Lister	d Has Soli	cited or In	tends to S	Solicit Pur	chasers					
(Check	"All State	s" or che	ck individ	uai States)	•						• • • • • • •	Z All State
[AL]	(AK)	[AZ]	[AR]	(CA)	[CO]	(CT)	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE] [SC]	[NV]	[NH] - [NT]	[UJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] ' [VA]	[ND] [WA]	[OH] [WV]	[OK] [W1]	[OR] [WY]	[PA]* [PR*]
	e (Last nan							7				
	acco, J			•				•	:			
Business of	or Residenc	e Address	(Number	and Street	, City; St	ate, Zip C	ode)					
766	Pelica	n Drive	e, Laqu	na Beac	h, CA	92651		•				
	Associated									,	 .	
eР	lanning	Secur	ities,	Inc.	•	•						
States in V	Which Perso	on Listed	Has Solici	ited or Inte	ends to Sc	olicit Purc	hasers					
(Check	"All States	" or chec	k individu	al States).				· <i>· · · ·</i> · · · · · ·				T All State
[AL]	[AK]	[AZ]	[AR]	([CA])	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE] [SC]	[NV]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[YV] [YT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [W1]	[OR] [WY]	[PA] [PR]
	(Last nam	·										
	•	•	;			٠						
Business of	r Residence	Address	(Number	and Street,	City, Sta	ice, Zip Co	ode)			 		
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lame of A	Associated E	Broker or	Dealer				·	·			~	· · · · · · · · · · · · · · · · · · ·
tates in W	Vhich Perso	n Listed	Has Solici	ted or Inte	nds to So	licit Purch	asers					
(Check '	'All States'	or check	k individua	ıl States) .								☐ All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[[A]	[KS]		·[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	{TX}	[UT]	[YT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В	. INFORM	AATION A	ABOUT O	FFERING					
1. Hu	is the issuer	sold, or	does the	issuer inte	nd to sell.	to non-ac	credited in	vestors in	this offerir	ıg?		Yes	N
·				Answer als	ю іп Арре	ndix, Colt	ımn 2, if f	iling under	ULOE.	,	•		
2. W	nat is the mi	nimum i	nvestment	that will	be accepte	d from an	y individu	al?			٠	Ř.	
4		•								•		Yes	N
3. Do	es the offeri	ing perm	it joint ov	vnership o	f a single	unit?		• • • • • • • • • • • • • • • • • • • •					•
sion to t list	ter the inform n or similar to be listed is a the name of dealer, you	emunera n associa the bro	tion for so ted persor ker or dea	olicitation of or agent. Her. If mo	of purchase of a broke re than fiv	ers in conn ir or dealer e (5) perso	ection with r registered ons to be li	sales of se with the S sted are as	curities in EC and/o	the offering r with a sta	. If a pers	es,	٠
Full Nam	ie (Last nan	ne first,	if individu	ial)				•					
Bro	ock, F.	James				٠.							•
	or Residenc		s (Numbe	r and Stre	et, City, S	state, Zip	Code)			<u> </u>			<u> </u>
	Tamal V		•		-	-		4925		•			
	Associated				·	- ·							
Foc	othill S	ecurit	ies Ind	c.			-			•			
	Which Perso				tends to S	Solicit Pur	hacers			······································			
	"All States"											I an s	. هو ع و ع
	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[AL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]		[OH]	[OK]	[OR]	[PA]	
[RI]:	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI].	[WY]	[PR]	
Full Name	(Last name	first, if	individua	1)					<u> </u>				
Kni	ight, Jo	el					٠.				· -		
Business o	r Residence	Address	(Number	and Stree	t, City; St	ate, Zip C	ode)						
467	7 Alvara	do, St	e. 13,	Monter	ey, CA	93940							
	Associated B												
· Ame	erican I	nvesto	rs Com	pany	•	•		•	•				
tates in V	Vhich Person	n Listed	Has Solic	ited or Int	ends to Sc	olicit Purci	nasers						
(Check '	'All States'	or check	k individu	al States)								T All St	ates
[AL]	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[[[]	*
{ IL }		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	(MI]	[MN]	[MS]	[MO]	
[MT]		[NV]	[NH]	(NJ)	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]		[SD]	(TN)	(TX)	[UT]	[YT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	(Last name sher, Je			,									
	<u> </u>			. 1 0	Cinc Sta	7:- C					·		
	Residence . 58 Mt. D			•			•						
	ssociated Br					· · ·			•		-,		
	erican I			pany									
	hich Person				ends to So	licit Purch	asers						
	All States"											□ All St	ates
[AL]		[AZ]	[AR]	([CA])	[CO]	[CT]	[DE]	[DC]	[FL]	[ĠA]	[HI]	[ID]	
[IL]		[A]	[KS]	[KY]	·[LA]	[ME]	[MD]	[MA].	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
ווסו	1901	ותפי	(TNI)	(TY)	TITI	(VT)	[VA]	IW A 1	[WV]	(W/T T	(WV)	[PR]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	-	es.
Type of Security	Aggregate Offering Price	Amount Alrea Sold
Debt	<u>s - 0 -</u>	5 - 0 -
Equity	5 - 0 -	s <u>'-0-</u>
□ Cómmon □ Preferred		•
Convertible Securities (including warrants)	s <u> </u>	s - 0 -
Partnership Interests ,		
Other (Specify)	\$	S
Total	s_5,000,000	s 2,552,00
Answer also in Appendix, Column 3, if filing under ULOE.		•
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	,	Aggrégate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	<u>55</u>	s_2,552,00
Non-accredited Investors	· - 0 -	2 - 0 -
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Par C - Question 1.	Tuna af	Dollar Amount
Type of offering	Security -	Sold
Rule 505		\$
Regulation A		\$
Rule 504	·	\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	<u>.</u> 0	\$
Printing and Engraving Costs	<u>X</u>	<u>s 8,000</u>
Legal Fees		s <u>1,000</u>
Accounting Fees	X	s 150
Engineering Fees	Ö	\$
Sales Commissions (specify finders' fees separately)		S
Other Expenses (identify) Tangible Drilling Costs	そ	\$1,250,000-

4 of 8

₹ <u>\$1,250,000</u>-<u>x</u> <u>\$1,259,150</u>

ti	ion I and total ex	rence between the aggregation penses furnished in respondenceds to the issuer."	nse to Part C - Ques	tion 4.a. This diff	erence is th	ie	•	<u>s</u> 3,740,850	
: ::	sed-for each of th stimate and check	amount of the adjusted the purposes shown. If the the box to the left of the eproceeds to the issuer set	amount for any purestimate. The total of	pose is not known the payments liste	t, furnish a d must equi	ท นโ			
	,		,			Payment Office Director Affiliat	rs, s, &	Payments To Others	
	Salaries and fee	s			=	s	□	\$	
	Purchase of rea	l estate		. 	&	s <u>30,0</u> 0	00 🗆	\$	
-	Purchase, rental	or leasing and installation	on of machinery and	equipment	G :	s		S	
-	Construction or	leasing of plant building	s and facilities		□ :	s		S	
. :	offering that ma	other businesses (including ty be used in exchange for to a merger)	or the assets or secur	ities of another		5		Š	
	Repayment of in	ndebtedness			⊋ \$	<u> </u>	=	S	
	Working capital			• • • • • • • • • • • • • • • • • • • •	🚊 S	,		s	
	Other (specify):	Intangible well completion cost	costs and		C s		&	<u>s1,229,150</u>	
-	·	-					•		
* . :			 		⊑ s			S	
	Column Totals .								
	Total Payments Listed (column totals added)				· · · · ·	± <u>\$ 1,259,150</u>			
			D. FEDERAL S	IGNATURE			· · · · · · · · · · · · · · · · · · ·		
followi	ing signature const	ed this notice to be signed titutes an undertaking by formation furnished by the	the issuer to furnish	to the U.S. Securit	ies and Ex	hange Con	nmission,	upon written re-	
lssuer	(Print or Type)		Signature			<u></u>	Date		
Alli	ance Petrole	eum Corporation	Lohn	w Mi	ller		July [3, 2003	
Name	of Signer (Print o	r Type)	Title of Signer	(Print or Type)					
Jo	hn W. Miller		Preside	nt					

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.252(c), of such rule?	(d), (e) or (f) presently subject to any of the disqua	
See /	Appendix, Column 5, for state response.	•
2. The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as r	furnish to any state administrator of any state in whice equired by state law.	ch this notice is filed, a notice on
3. The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state administrators, upon written requ	est, information furnished by the
	uer is familiar with the conditions that must be satisfate in which this notice is filed and understands that ting that these conditions have been satisfied.	
he issuer has read this notification and knows the ndersigned duly authorized person.	contents to be true and has duly caused this notice	to be signed on its behalf by the
suer (Print or Type)	Signature	Date
Alliance Petroleum Corporation	John w. miller	July 8, 2003
ame (Print or Type)	Tide (Print or Type)	,

Instruction:

John W. Miller

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 4	Inter to non- investo	2 nd to sell -accredited ors in State B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)		
				Number of Accredited		Number of Non-Angredite				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL		2								
AK		-	Descharge	1	125,000		<u> </u>	 		
AZ		X .	Partnership	1	25,000	-				
AR	 	X	Partnership	23	927,142		·		X	
CA		^	, rai theiship		921,142				A .	
CO			,							
CT	1.									
DE			, <u>, , , , , , , , , , , , , , , , , , </u>	4	`					
DC	ļ. ———		-							
FL			·	 			,			
GA			•			··	,	·		
HI	-			<u></u>			·			
IL		Х	Partnership	5	149,972				X	
IN-	· · · · · · · · · · · · · · · · · · ·		Total circulation		,	7				
IA		Х	Partnership	4	114,500	·				
KS										
KY							,			
LA										
ME					_					
MD	, .	Х	Partnership	1	25,000		-			
MA										
MI										
MN	,						·			
MS										
мо		X	Partnership	1 :	\$75,000		-		Х	

APPENDIX

1.	. 7	2	3		;	4			5
	to non investo	nd to sell -accredited ors in State B-Item 1)	Type of security and aggregate offering price		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)				
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	i Amount	Yes	No
МТ		Х	Partnership	1	25,000				
NE						-	,		
NV									
NH						-		* · · · ·	
NJ			·	·					
NM							_		
NY		Х	Partnership	1	100,000				
NC					-				
ND									
он		Х	Partnership	4	695,160				
ок			·						
OR			w	<u></u>					
PA		Х	Partnership	3	271,976				
RI									
SC									· ·
SD					· .				
ŢN						·	` ` `		
TX		X	Partnership		143,250				
UT									
VT									
VA		-							
WA									
wv								·	
wı						. `			
WY									